

Grosvenor Technopole Investment Limited

Company Registration Number 04056276

Annual Report and Financial Statements

Year Ended 31 December 2012

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Grosvenor Technopole Investment Limited

Directors' Report

The directors present their annual report together with the audited financial statements of the company for the year ended 31 December 2012

Principal Activities and Business Review

The company is a wholly owned subsidiary of Grosvenor Group Limited, its ultimate parent company. Grosvenor Limited is the immediate holding company and is responsible for the operations of the Grosvenor Group in the United Kingdom and Ireland.

The principal activity of the company during the year was property investment. During the year the company's investment property was sold and as such the accounts have been prepared on a basis other than going concern.

Grosvenor manages its cash flows, liquidity position and borrowing facilities on a group basis and further disclosures relating to these matters, are included in the annual report of Grosvenor Limited.

As at 31 December 2012, the company had net liabilities of £7,285,079. Grosvenor Limited has confirmed that it intends to continue to support the company's obligations.

The directors have taken advantage of the special provisions available to small companies provided by S 415A of the Companies Act 2006.

The Registered Office of Grosvenor Technopole Investment Limited is 70 Grosvenor Street, London, W1K 3JP.

Results and Dividends

The results of the company for the year are shown in the Profit and Loss Account. Profit on ordinary activities before taxation was £2,910,024 (2011 - Profit of £486,273).

The directors have not recommended payment of a dividend.

Directors of the Company

The directors who served the company throughout the year, except as noted, were as follows:

R F C Blundell

I D Mair

Appointed 3 December 2012

P S Vernon

U Schwarz - Runer

C McWilliam

D Yaldron

Appointed 3 December 2012

Grosvenor Technopole Investment Limited

Directors' Report

Directors' Responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

United Kingdom company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit and loss of the company for that period.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable United Kingdom accounting standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all reasonable steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

This information is given in accordance with S 418 of the Companies Act 2006.

Auditors

Deloitte LLP has indicated its willingness to be reappointed for another term and is deemed to be reappointed accordingly.

Signed by order of the Board



K Robinson
Company Secretary

Independent Auditor's Report to the Members of
Grosvenor Technopole Investment Limited
For the Year Ended 31 December 2012

We have audited the financial statements of Grosvenor Technopole Investment Limited for the year ended 31 December 2012 which comprise the profit and loss account, statement of recognised gains and losses, balance sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practice's Boards Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on Financial Statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matters Prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's Report to the Members of
Grosvenor Technopole Investment Limited
For the Year Ended 31 December 2012

Emphasis of matter – Financial statements prepared on a basis other than that of a going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 1 of the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern

Matters on Which we are Required to Report by Exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

Helen George

Helen George (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

27 February 2013

Grosvenor Technopole Investment Limited

Profit and Loss Account for the Year Ended 31 December 2012

	Note	2012 £	2011 £
Turnover	2	115,739	1,044,727
Cost of sales		(234,472)	(560,286)
Gross (loss)/profit		<u>(118,733)</u>	<u>484,441</u>
Administrative expenses		<u>(5,375)</u>	<u>1,832</u>
Operating (loss)/profit	3	(124,108)	486,273
Profit on disposal of investment property		3,033,798	-
Interest receivable and similar income	5	334	-
Profit on ordinary activities before taxation		<u>2,910,024</u>	<u>486,273</u>
Tax on profit on ordinary activities	6	(140,841)	(40,751)
Profit for the financial year		<u><u>2,769,183</u></u>	<u><u>445,522</u></u>

All results are derived from discontinuing operations

Grosvenor Technopole Investment Limited

Statement of Total Recognised Gains and Losses for the Year Ended 31 December
2012

	2012	2011
	£	£
Profit for the financial year attributable to the shareholders	2,769,183	445,522
Unrealised gain/(loss) on revaluation of investment properties	(879,088)	302,026
Total recognised gains and losses relating to the year	<u>1,890,095</u>	<u>747,548</u>

Grosvenor Technopole Investment Limited

Balance Sheet as at 31 December 2012

	Note	2012 £	2011 £
Fixed assets			
Investment property	7	-	7,937,482
Fixtures and fittings	7	-	16,437
		-	7,953,919
Current assets			
Debtors	8	60,223	126,571
Restricted cash		-	8,792
		60,223	135,363
Creditors: amounts falling due within one year	9	(7,345,302)	(17,405,297)
Net current liabilities		(7,285,079)	(17,269,934)
Total assets less current liabilities		(7,285,079)	(9,316,015)
Net liabilities		(7,285,079)	(9,316,015)
Capital and reserves			
Called up share capital	10	100	100
Revaluation reserve	11	(6,517,275)	(5,638,187)
Profit and loss account	11	(767,904)	(3,677,928)
Shareholders' deficit	11	(7,285,079)	(9,316,015)

These financial statements were approved by the Board and authorised for issue on 27 February 2013 and are signed on its behalf by


R F C Blundell


I D Mair

Company registration number 04056276

Grosvenor Technopole Investment Limited

Notes to the Financial Statements

1. Accounting Policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets and in accordance with applicable United Kingdom law and accounting standards. The accounting policies have been applied consistently throughout the current and preceding year.

The company is a wholly owned subsidiary of Grosvenor Group Limited, its ultimate parent undertaking, which is incorporated in Great Britain and registered in England and Wales and prepares consolidated financial statements. Consequently the company is not required to prepare consolidated financial statements.

The company sold its only investment property in 2012. As required by FRS 18 Accounting Policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern. Nevertheless the company remains in a position to discharge all its outstanding liabilities. No adjustments arose as a result of ceasing to apply the going concern basis.

Cash flow statement

The directors have taken advantage of the exemption in FRS1 'Cash flow statements' from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and is a member of a group that publishes a consolidated cash flow statement.

Turnover

The turnover shown in the profit and loss account represents rents receivable and other recoverables from tenants in the year, excluding VAT.

Rental income from operating leases is recognised on a straight line basis over the lease term, even if the payments are not received on such a basis. The cost of operating lease incentives are similarly spread, in accordance with UITF28, on a straight line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Furniture and equipment - 12.50% per annum

In accordance with SSAP19 (Revised) 'Accounting for Investment Properties' no depreciation is provided on freehold or on leasehold properties with an unexpired term exceeding twenty years. The directors consider that this departure from the requirement of the Companies Act 2006 for all properties to be depreciated is necessary for the financial statements to show a true and fair view, since depreciation is reflected in the open market valuation and cannot be quantified separately.

Grosvenor Technopole Investment Limited

Notes to the Financial Statements

1. Accounting Policies

Investment properties

Investment properties are valued annually at open market value by independent valuers. Any surplus or deficit on revaluation is transferred to the revaluation reserve, except that if a deficit which is expected to be permanent and which is in excess of any previously recognised surplus over cost relating to the same property, or the reversal of such a deficit, is charged or credited to the profit and loss account.

Profits and losses on the disposal of investment properties are recognised on unconditional exchange of contracts and are calculated by reference to book value and are included in the profit and loss account. On the disposal or recognition of a provision for impairment of a revalued asset, any related balance remaining in the revaluation reserve is also transferred to the profit and loss account as a movement on reserves.

Taxation

All current and deferred tax charges or credits (after the application of group relief, to the extent relevant) are recognised in the company's profit and loss account.

Current UK corporation tax is recognised at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The company's taxation obligations are settled on its behalf by the intermediate holding company Grosvenor Limited. The benefit of this arrangement is recognised as a capital contribution from Grosvenor Limited to the company (or distribution from the company to Grosvenor Limited where a tax credit arises) with all current and deferred tax assets and liabilities recorded in the balance sheet of Grosvenor Limited.

Deferred taxation is provided in full in respect of timing differences between the recognition of income and expenditure for accounting and taxation purposes. Deferred taxation is not provided in respect of unrealised revaluation surpluses where there is no commitment to sell the asset. Deferred tax credits are recognised to the extent that it is regarded as more likely than not that the related assets will be recovered. Deferred tax assets and liabilities are not discounted. As described above, whilst the deferred tax charge or credit is recognised in the profit and loss account of the company, the related deferred tax assets and liabilities are recorded in the balance sheet of Grosvenor Limited.

2. Turnover

Turnover and profit before tax are attributable to the one principal activity of the company and arise entirely in the United Kingdom.

Grosvenor Technopole Investment Limited

Notes to the Financial Statements

3. Operating (Loss)/Profit

Operating (loss)/profit is stated after charging	2012	2011
	£	£
Depreciation	<u>3,194</u>	<u>6,899</u>

Auditors' remuneration for the audit of the annual accounts of the company for 2012 is £5,000 (2011 - £4,400) and has been borne by Grosvenor Estate Management Limited, a fellow subsidiary undertaking

4. Particulars of Employees

No fees or other emoluments were paid to the directors of the company during either the current or the preceding year in respect of their services to the company. The directors are paid by Grosvenor Estate Management Limited.

There were no employees of the company for the current or preceding year.

5. Interest Receivable & Similar Income

	2012	2011
	£	£
Bank interest receivable	<u>334</u>	<u>-</u>
	<u>334</u>	<u>-</u>

Grosvenor Technopole Investment Limited

Notes to the Financial Statements

6. Taxation on Ordinary Activities

Taxation

	2012	2011
	£	£
Current tax		
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	<u>140,841</u>	<u>40,751</u>
Total deferred tax	<u>140,841</u>	<u>40,751</u>
Tax on profit on ordinary activities	<u><u>140,841</u></u>	<u><u>40,751</u></u>

Tax reconciliation

	2012	2011
	£	£
Profit on ordinary activities before taxation	<u>2,910,024</u>	<u>486,273</u>
Tax on ordinary activities at the standard UK corporation rate of 24.5% (2011 - 26.5%)	712,956	128,862
Expenses not deductible for tax purposes	4,027	1,828
Tax on previous years' revaluations realised	(2,038,414)	-
Group relief received for nil consideration	1,472,133	(89,939)
Other tax adjustments	(150,702)	(40,751)
Total current tax	<u><u>-</u></u>	<u><u>-</u></u>

Grosvenor Technopole Investment Limited

Notes to the Financial Statements

7. Fixed Assets

	Investment property Long leasehold	Fixtures & Equipment	Total
	£	£	£
Cost or valuation			
At 1 January 2012	7,937,482	55,189	7,992,671
Additions	336,417	-	336,417
Disposals	(7,394,811)	(55,189)	(7,450,000)
Revaluation	(879,088)	-	(879,088)
	<u>-</u>	<u>-</u>	<u>-</u>
Depreciation			
At 1 January 2012	-	38,752	38,752
Charge for the year	-	3,194	3,194
Disposals	-	(41,946)	(41,946)
	<u>-</u>	<u>-</u>	<u>-</u>
Net book value			
At 31 December 2011	<u>7,937,482</u>	<u>16,437</u>	<u>7,953,919</u>

The company's investment property was sold in 2012

8. Debtors: amounts falling due within one year

	2012 £	2011 £
Trade debtors	-	5,165
Amounts owed by group undertakings	28,189	-
Prepayments and accrued income	-	114,049
Other debtors	32,034	7,357
	<u>60,223</u>	<u>126,571</u>

Grosvenor Technopole Investment Limited

Notes to the Financial Statements

9. Creditors: amounts falling due within one year

	2012	2011
	£	£
Trade creditors	28,917	22,708
Amounts owed to group undertakings	7,312,283	14,085,039
Other creditors	4,102	131,807
Accruals and deferred income	-	3,165,743
	<u>7,345,302</u>	<u>17,405,297</u>

10. Called up Share Capital

Allotted, called up and fully paid:

	2012	2011
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

11. Reconciliation of Movements in Shareholders' Funds

	Share capital	Profit and loss account	Revaluation reserve	Total
	£	£	£	£
1 January 2012	100	(3,677,928)	(5,638,187)	(9,316,015)
Profit for the financial year	-	2,769,183	-	2,769,183
Capital distributions to holding company	-	140,841	-	140,841
Revaluation of fixed assets	-	-	(879,088)	(879,088)
31 December 2012	<u>100</u>	<u>(767,904)</u>	<u>(6,517,275)</u>	<u>(7,285,079)</u>

12. Related Party Transactions

The company has applied the exemption granted by FRS8 'Related party disclosures' not to disclose transactions with Grosvenor Group Limited or wholly owned fellow subsidiaries of Grosvenor Group Limited, which would otherwise qualify as related parties

Accordingly, during the period under review there were no transactions or balances with related parties which require disclosure in these financial statements

13. Ultimate Parent Company and Controlling Party

The company's ultimate parent undertaking is Grosvenor Group Limited, a company incorporated in Great Britain and registered in England and Wales which is wholly owned by trusts and members of the Grosvenor family, headed by the Duke of Westminster

The ultimate parent undertaking heads the largest group of undertakings of which the company is a member and for which group accounts are prepared Grosvenor Limited, the intermediate holding company, heads the smallest group of undertakings of which the company is a member and for which group accounts are prepared

Copies of the consolidated financial statements of Grosvenor Group Limited and Grosvenor Limited can be obtained from Companies House, 3 Crown Way, Maindy, Cardiff, CF14 3UZ